

## **ROLE DESCRIPTION OF CHAIR OF THE UNIVERSITY BOARD**

### **1. Leadership**

a) The Chair is responsible for the leadership of the University Board. As Chair of its meetings, the Chair is responsible for ensuring that the necessary business of the University Board is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.

b) The Chair should ensure, inter alia through a good working relationship with the Chairs of the University Board's Committees that Committee business is carried on in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to the University Board.

c) The Chair should ensure that the University Board acts in accordance with the Instrument and Articles of Government of the University and with the University's internal policies and procedures and should seek advice from the Clerk in any case of uncertainty. The Chair should ensure that the University Board acts in accordance with the legal and regulatory obligations applicable to the University including those determined by its principal regulator the Office for Students.

d) The Chair should ensure that the University Board exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.

e) The Chair should ensure that the University Board approves and operates a procedure for the regular appraisal/review of the performance of individual members of the University Board, and should participate as appraiser/reviewer in that process. The Chair should encourage members to participate in appropriate training events such as those organised by Advance HE.

f) The Chair will be formally and informally involved in the process for the recruitment of new members of the University Board, and should encourage all members to participate in induction events organised by the University.

g) The Chair will be responsible for the appraisal/review of the performance of the Vice-Chancellor and will make recommendations to the Remuneration Committee accordingly. The Chair will also set and agree the Vice-Chancellor's objectives and discuss those with the Remuneration Committee.

h) The Chair will be responsible for the appraisal/review of the performance of the Clerk to the University Board, taking care to ensure that any other duties the Clerk may perform for the institution are excluded from consideration, and will make recommendations accordingly. The Chair will also set and agree the Clerk to the Board's objectives.

## **2. Standards**

a) The Chair is responsible for ensuring that the University Board conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership and the public interest governance principles as required by the Office for Students.

b) As a Charity Trustee of an exempt charity the Chair will have the responsibilities and potential liabilities that go with Trustee status. The Chair will be subject to the Guidance issued by the Charity Commission and further requirements as set out in the Office for Students Regulatory Framework for Higher Education in England and the Terms and Conditions of Funding for Higher Education Institutions, such as the 'fit and proper person' requirement.

c) The Chair shall ensure that the Clerk maintains an up-to-date Register of the Interests of members of the University Board, and shall make a full and timely personal disclosure. The Chair shall ensure that any conflict of interest is identified, disclosed, and managed appropriately, in order that the integrity of University Board business shall be and shall be seen to be maintained.

d) Since the University is a Charity, the Chair shall be responsible for ensuring that the University Board exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and to receive assurances that proper mechanisms exist to ensure financial control and for the prevention of fraud.

e) The Chair is responsible for ensuring that regular reviews of the effectiveness of governance take place, in accordance with the CUC Higher Education Code of Governance, the Office for Students Regulatory Framework for Higher Education in England and other best practice guidelines as appropriate.

f) The Chair will be responsible for implementing the discipline and dismissal of Board Members. The Nominations Committee is responsible for making recommendations to the Board in respect of the removal of any of its members from office in the event that a member breaches the terms of their appointment.

## **3. The Business of the University**

a) The Chair is responsible for ensuring that the University Board exercises control over the strategic direction of the University, through an effective planning process, and that the performance of the University is adequately assessed against the objectives which the University Board has approved.

b) The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action (ensuring that such protocols are drawn up if none exist). All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of the University Board.

c) The Chair should endeavour to establish a constructive and supportive but challenging working relationship with the Vice Chancellor, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.

d) The Chair will be a member of the Remuneration Committee, and the Finance & Resources Committee (or equivalent) and will also Chair the Nominations Committee and the Honorary Awards Committee. The Chair will also attend and play an active role in the University's annual graduation ceremonies and other events as required, such as the annual Vice-Chancellor's Staff Awards.

e) The Chair, along with other specified members of the Board, will be an authorised signatory for documents as set out in the University's policies and procedures. These include documents signed under seal and deeds (in accordance with the contract signing procedures and the University's financial authority limits) as well as the annual financial statements of the University.

#### **4. The External Role**

a) The Chair will represent the University Board and the University externally. The Chair will be a member of the Committee of University Chairs.

b) The Chair may be asked to use personal influence and networking skills on behalf of the University (the 'door-opening' role).

c) The Chair may be asked to play a role in liaising between key stakeholders and the University, or in fundraising. They will be fully briefed by the University to enable them to carry out this role effectively. However, this role in particular must be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

#### **5. Personal**

a) The Chair will have a strong interest in and commitment to Higher Education and the values, aims and objectives of the University.

b) The Chair will at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.

c) The Chair is expected to attend all meetings of which he/she is Chair or a member, or give timely apologies if absence is unavoidable.

d) The Chair will make him/herself available to attend induction/training events organised by the University or other appropriate bodies such as Advance HE and CUC.

e) The Chair will receive feedback on his/her performance as Chair via an appraisal/review procedure from other members of the University Board with a formal review at least once every 2 years. This may take the form of an anonymous 360° appraisal process, externally facilitated if appropriate.



f) The likely overall time commitment required of the Chair for the effective conduct of the duties of the post is 50 days per year, with the majority of the workload taking place during University term-time.

g) The office of Chair is not remunerated, but the Chair is encouraged to reclaim all reasonable travelling and similar expenses incurred in the course of University business, via the Clerk.

Approved by the May 2021 Board on the recommendation of Nominations Committee